

# EXHIBIT 10

GOOD AFTERNOON, THIS IS TAUBER OIL COMPANY -- HOUSTON, TEXAS U.S.A.

OCTOBER 22, 1997

ATTN: KYM GRIFFITH  
COMPANY: PHILLIPS CHEMICAL COMPANY  
ADDRESS: 856 ADAMS BUILDING  
BARTLESVILLE, OK. 74004

918.662.1057

INVOICE: SAME

ATTN: MARILYN DUGAN

#12567

ADDRESS: SAME

RE: TAUBER OIL COMPANY SALES ACKNOWLEDGEMENT NO. S-47196

THIS TELEXED SALES CONTRACT, ALONG WITH TAUBER OIL COMPANY'S  
GENERAL TERMS AND CONDITIONS DATED JANUARY 1, 1997, CONSTITUTES THE  
ENTIRE AGREEMENT BETWEEN KYM GRIFFITH AND SCOTT PODSEDNIK ON THIS  
DATE, WHEREIN TAUBER OIL COMPANY HAS AGREED TO SELL PHILLIPS CHEMICAL  
COMPANY THE FOLLOWING:

QUANTITY: 30,000-40,000 BARRELS +/- 5 PCT  
(VOLUME TO BE NARROWED BY NOVEMBER 1, 1997)

PRODUCT: MTBE-MEETING 95 WT. PCT. MIN. PURITY  
.5 WT. PCT. MAX. MEOH  
1500 PPM H2O MAX.

PRICE: PLATT'S U.S. GULF COAST WATERBORNE MEAN  
AVERAGE OF NOVEMBER 1-15, 1997

F.O.B.: CORPUS CHRISTI, TEXAS

SHIPPING PERIOD: NOVEMBER 5-15, 1997

PAYMENT TERMS: WIRE TRANSFER 10 DAYS AFTER BILL OF LADING DATE  
AND RECEIPT OF SUPPORTING DOCUMENTS.  
B/L DATE WILL COUNT AS DAY ZERO (0).

SHIP VIA: BUYER'S TANKER/BARGE

SCHEDULING: PLEASE HANDLE ALL SCHEDULING THROUGH KEVIN WILSON  
OR JANET MILLER AT 713/869-8700.

INSPECTIONS: INSPECTION FOR QUALITY AND QUANTITY IS TO BE  
PERFORMED BY A LICENSED PETROLEUM INSPECTOR AT  
POINT OF LOADING. QUANTITY IS TO BE BASED ON  
STATIC SHORE TANK DOWN GAUGES AND QUALITY IS TO  
BE BASED ON SHORE TANK COMPOSITE SAMPLES.  
COST OF SUCH INSPECTION TO BE BORNE  
EQUALLY BETWEEN BUYER AND SELLER.

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TITLE TO:

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TITLE TO AND RISK OF LOSS OF PRODUCT SHALL PASS  
FROM SELLER TO BUYER AT THE FLANGE CONNECTION  
BETWEEN THE TERMINAL DISCHARGE LINE AND THE  
TANKER RECEIVING LINE.

TAUBER OIL COMPANY SHALL BE DISCHARGED AND  
RELEASED FROM ALL LIABILITY OF DEMURRAGE UNDER  
THIS AGREEMENT, UNLESS THE CLAIM HAS BEEN  
PRESENTED IN WRITING WITH SUPPORTING DOCUMENTS  
WITHIN NINETY (90) DAYS UPON COMPLETION OF  
MOVEMENT.

IF MATERIAL IS LOADED AT A PUBLIC TERMINAL  
VESSEL'S ARE LOADED ON A FIRST COME FIRST SERVE  
BASIS ONLY, THEREFORE, LAYTIME SHALL NOT  
COMMENCE UNTIL VESSEL ACTUALLY OBTAINS A DOCK.

M.S.D.S.

SELLER REPRESENTS THAT IT HAS PROVIDED OR WILL  
PROVIDE BUYER UPON REQUEST WITH AN APPROPRIATE  
MATERIAL SAFETY DATA SHEET, LABELS, AND ANY  
UPDATED INFORMATION FOR THE PRODUCTS IN  
ACCORDANCE WITH THE APPLICABLE REQUIREMENTS OF  
THE OCCUPATIONAL SAFETY AND HEALTH  
ADMINISTRATION. REFER TO TAUBER OIL COMPANY'S  
GENERAL TERMS AND CONDITIONS DATED JANUARY 1,  
1997, CLAUSE 17 TITLED 'DUTY TO WARN OF PRODUCT  
HAZARDS AND INDEMNIFICATION'.

1990 INCOTERMS TO GOVERN UNLESS OTHERWISE  
STIPULATED IN THIS AGREEMENT.

PLEASE ADVISE YOUR AGREEMENT TO THE FOREGOING BY RETURN TELEX  
WITHIN 24 HOURS. IN THE EVENT WE DO NOT RECEIVE YOUR REPLY AS  
REQUESTED, THEN THIS CONTRACT SHALL BE THE GOVERNING INSTRUMENT.

REGARDS,

J. SCOTT PODSEDNIK

MCI TELEX NUMBER: 6868905 TAUBER (PRIMARY NUMBER)  
TELEX NUMBER: 76-2757 TAUBER HOU  
TWX NUMBER: 910-881-1645 TAUBOIL HOU  
FAX NUMBER: 713-869-8069  
TRT NUMBER: 1561535 TAUBER HOU

TAUBER001477

FROM: MARILYN DUGAN

TO: TAUBER - HOUSTON  
ATTN: KEVIN WILSON  
FAX: 713-869-8069

TO: SGS - CORPUS CHRISTI  
ATTN: MARK PITTMAN  
FAX: 512-289-1660

RE: MTBE PURCHASE P-97105-P

*Phillips*  
*5-47196*  
*RP*

PER OUR PHONE CONVERSATIONS, PHILLIPS CONFIRMS THE FOLLOWING  
NOMINATION:

VESSEL: HMI ASTRACHEM  
LOAD PORT: CORPUS CHRISTI - VALERO  
LAYDAYS: NOV 5-15  
ETA: NOV 14-15  
PRODUCT: MTBE  
VOLUME: 30,000 BBLS MIN/MAX  
DEMURRAGE: \$21,000 PER DAY  
LAYTIME: 3,000 BPH + 3  
QUANTITY: STATIC SHORE TANK DOWNGAUGE  
QUALITY: STATIC SHORE TANK COMPOSITE SAMPLE  
PURITY, MEOH AND WATER

AGENT: RICE UNRUH REYNOLDS - CORPUS  
CONTACT: GENE ARTHUR  
512-883-7254

INSPECTION COST TO BE SHARED EQUALLY BY ALL PARTIES

PLEASE SEND SUMMARY OF INSPECTION BY FAX, AND HARD COPY AND INVOICE  
TO MY ATTENTION AT ADDRESS BELOW.

PLEASE ADVISE IF YOUR UNDERSTANDING OF OUR AGREEMENT IS DIFFERENT  
FROM ABOVE.

BEST REGARDS,

MARILYN DUGAN  
PHILLIPS CHEMICAL COMPANY  
A DIVISION OF PHILLIPS PETROLEUM COMPANY  
8 B10 ADAMS BUILDING  
BARTLESVILLE, OK 74004  
PHONE 918-661-8682  
FAX 918-662-1057  
HOME PHONE 918-336-7446  
PAGER 1-800-443-7243 ID#068411  
NOVEMBER 3, 1997